



November 1, 2005

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Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: Withdrawal of Application for Consent to Transfer Certain Assets of MCI
Communications Services, Inc. from MCI, Inc. to vCustomer Corporation
WC Docket No. 05-239

Dear Ms. Dortch:

On July 8, 2005, MCI, Inc. ("MCI") and its wholly-owned subsidiary, MCI Communications Services, Inc. ("MCI Communications"), and vCustomer Corporation ("vCustomer") filed an application requesting consent to transfer certain assets of MCI Communications to vCustomer pursuant to an Asset Purchase Agreement.¹ The Commission granted the application effective August 28, 2005.²

Since that grant, however, certain conditions required by the Asset Purchase Agreement have not been met. As a result, the Asset Purchase Agreement has been terminated and the transaction described in the above-referenced application will not be consummated. Accordingly, by this letter, MCI hereby withdraws the above-referenced application.

If you have any questions or require anything further, please do not hesitate to contact me at 202-736-6148 or by email at Dennis.Guard@mci.com. Thank you for your consideration.

Sincerely,

/s/ Dennis W. Guard, Jr.
Dennis W. Guard, Jr.
Associate Counsel

cc: Tracey Wilson-Parker
Renee R. Crittendon

¹ See Public Notice, "Domestic Section 214 Application Filed for Acquisition of Certain Assets of MCI Communications Services, Inc., from MCI, Inc. to vCustomer Corporation," 20 FCC Rcd 12999 (2005).

² See Public Notice, "Notice of Streamlined Domestic 214 Applications Granted," 20 FCC Rcd 14373, at 1 (2005).